

RECORDATION NO. ~~22793~~

FILED

RECORDED

FILED

AUG 24 '99

3-00AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 23, 1999

RECORDATION NO. 22350

FILED

AUG 24 '99

3-00AM

Kim Bartman
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of August 17, 1999, a primary document, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, RI 02903

Lessee: Wisconsin Power and Light Company
222 W. Washington Avenue
Madison, WI 53703

A description of the railroad equipment covered by the enclosed document is:

thirty (30) coal cars COLX 4731 through COLX 4760

Mr. Vernon Williams
August 23, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures



50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

RECORDATION NO. 22179-B FILED

AUG 24 '99

3-00AM

RECORDATION NO. 22350 FILED

AUG 24 '99

3-00AM

pm

FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION

on: _____

at: _____

and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 17, 1999 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Wisconsin Power and Light Company, a Wisconsin corporation ("Lessee"), as such agreement related to Lease Schedule No. 33096-00001 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, thirty (30) New Johnstown Aluminum Outside Stake Flat Floored Bethgon Coal Porter Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: x _____

Lessor:
FLEET CAPITAL CORPORATION

By: [Signature]
Name: Robert H. Gormier
Title: V.P.

Lessee:
WISCONSIN POWER AND LIGHT COMPANY

By: x [Signature]
Name: x Edward M. Gleason
Title: x Vice-President - Treasurer
Secretary

STATE OF: Rhode Island

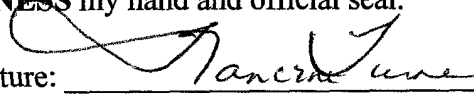
SS.

COUNTY OF: Providence

On August 17, 1999 before me, Franczine Turner, Administrative Assistant personally appeared
(Notary Name and Title)

Robert H. Cormier personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

(Notary Seal)

STATE OF: x Wisconsin

SS.

COUNTY OF: x Dane

On x August 20, 1999 before me, x F.J. Bui, Sr. Attorney
(Notary Name and Title)

personally appeared x Edward M. Gleason personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: x F.J. Bui

(Notary Seal)

**SCHEDULE A
EQUIPMENT DESCRIPTION**

Attached hereto and made part of the following documents: Memorandum of Lease

With: Wisconsin Power and Light Company

Equipment Description		
Location #01		
Vendor: Johnstown American		
30	New Johnstown Bethgon Coal Cars	COLX4731 COLX4732 COLX4733 COLX4734 COLX4735 COLX4736 COLX4737 COLX4738 COLX4739 COLX4740 COLX4741 COLX4742 COLX4743 COLX4744 COLX4745 COLX4746 COLX4747 COLX4748 COLX4749 COLX4750 COLX4751 COLX4752 COLX4753 COLX4754 COLX4755 COLX4756 COLX4757 COLX4758 COLX4759 COLX4760

WITH ALL STANDARD AND ACCESSORY EQUIPMENT